

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

**MAGTEN ASSET MANAGEMENT  
CORPORATION and LAW DEBENTURE  
TRUST COMPANY OF NEW YORK,**

Plaintiffs,

V.

C.A. No. 04-1494 (JJF)

NORTHWESTERN CORPORATION,

**Defendant.**

MAGTEN ASSET MANAGEMENT CORP.,

Plaintiff,

V.

C.A. No. 05-499 (JJF)

MIKE J. HANSON and ERNIE J. KINDT,

**Defendants.**

**(PROPOSED) ORDER**

AND NOW upon the Joint Motion of Defendants NorthWestern Corporation (“NorthWestern”), Michael J. Hanson and Ernie J. Kindt (collectively the “Defendants”) for the entry of a Protective Order, pursuant to the Fed. R. Civ. P. 26(c) and Local Rule 30.2;

IT IS HEREBY ORDERED THAT:

1. Plaintiffs shall take the depositions of the Defendants, and any other directors, officers or employees of NorthWestern, only in Sioux Falls, South Dakota; and

2. Neither the Defendants nor any director, officer or employee of NorthWestern shall be required to be deposed on more than one day.

SO ORDERED this \_\_\_\_\_ day of \_\_\_\_\_, 2007.

Honorable Joseph J. Farnan, Jr.  
U.S.D.J.